

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1473.
FILED, AUGUST 11th. 1966.

VESPAR MINES LIMITED

Full corporate name of Company

Incorporated as Cody-Reco Mines Limited under The Companies Act (Part XI) of Ontario by letters patent dated February 9, 1951. Supplementary letters patent to change name and reconstitute the capital of the Company were issued on March 23, 1960.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1206.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Underwriting and option agreement on certain treasury shares (See Items 6, 7 and 20). (b) Option agreement on mining claims in Gaspe area, Quebec (See Items 9, 11 and 12).
2. Head office address and any other office address.	20th Floor, 4 King St. West, Toronto 1, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and Director: JAMES G. PICKARD, 100 Bayview Ridge, Willowdale, Ontario Company Executive</p> <p>Vice-President and Director: J.J.C. EVANS, 16 Fifeshire Road, Willowdale, Ontario Stock Broker</p> <p>Secretary-Treasurer and Director: F. W. BOULGER, 1596 Carmen Drive, Port Credit, Ontario Accountant</p> <p>Assistant Secretary-Treasurer and Director: FREDERICK G. ROMAN, R.R. No. 1, Unionville, Ontario Accountant</p> <p>Director: L. R. MONTPETIT, 450 Walmer Road, Toronto, Ontario Executive,</p> <p>Director: ROBERT D. MacLEAN, 438 Temagami Cres. Port Credit, Ontario, Company Executive</p> <p>Director: JOHN S. GRANT, Q.C. 17 Daleberry Place, Willowdale, Ontario Solicitor</p> <p>Maurice Kessler, formerly a director, has recently resigned and Frederick G. Roman, aforesaid, was appointed to the board in his place.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - \$5,000,000 divided into 5,000,000 shares with \$1 par value Issued - 2,421,667 shares, all as fully paid
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated August 8, 1966, between the Company and John Gardon & Co. Limited, 185 Bay St. Toronto, Ontario, a member of the Broker-Dealers' Association of Ontario, John Gardon & Co. Limited has agreed to purchase forthwith 200,000 treasury shares of the Company at the price of 35¢ per share. In consideration thereof, the Company has granted to John Gardon & Co. Limited an option to purchase all or any part of an additional 100,000 treasury shares at the price of 40¢ per share, exercisable within three months from the date of payment for the underwritten shares.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	John Gardon & Co. Limited aforesaid is acting on its own behalf as principal as to a one-half interest and on behalf of its client, Denison Mines Limited, of Toronto as to a one-half interest. The only person owning a greater than 5% interest in John Gardon & Co. Limited is John Gardon, 41 Himount Drive, Willowdale, Ontario. Denison Mines Limited is a public company, the shares of which are listed on the Toronto Stock Exchange and are widely distributed.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to carry out exploration of the 255 mining claims recently optioned by it and located in the Gaspé area of Quebec, as set out in the report dated August 8, 1966, and made by Roy Jure, P. Eng. to which reference is hereby made. No other property acquisition will be made unless and until an amending filing statement disclosing the same has been filed with the Toronto Stock Exchange. The Company will not use any of its funds except to pay ordinary operating expenses or as aforesaid unless the same shall be disclosed in a further filing with the said Toronto Stock Exchange, nor will any part of the Company's funds be used for investment in securities unless the same qualify for investment by insurance companies.</p>	
10. Brief statement of company's chief development work during past year.	<p>Exploration during 1965 was confined to further geophysical work and diamond drilling on 57 unpatented mining claims optioned by the Company in Jessop Township, Timmins area, Ontario. At the completion of such work, as all reasonable exploration techniques had been applied without achieving the desired results, the Company did not make an option payment due in November, 1965, and the option agreement was terminated. No work has been done by the Company since November, 1965.</p>	
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>By an agreement made as of July 15, 1966, between F.H. Jowsey, J. Lorne Jowsey, Bruce M. Arnott, Lyndhurst Mining Company Limited, Sarimco Mines Limited and Rockwin Mines Limited, of the first part, and the Company, of the second part, the Company has secured an option until September 30, 1966, on a total of 255 mining claims located in Deville, Bonnacamp, Larivière, Raudin, Weir and Honorat Townships, in the Gaspé area of Quebec. The Company undertook to complete and bear the expense of a previously commenced reconnaissance geochemical survey and to expend thereon at least \$25,000 (including expenses incurred to date). The Company may continue the option past September 30, 1966, by proving such expenditure and notifying the aforesaid optionors that it desires to continue its rights. In the event of such continuation, the Company may retain rights of exploration over all or any of the claims for a further one year, that is until October 1, 1967. In such event, the Company must protect any retained claims by doing one year's assessment work or paying penalties in lieu thereof. If by October 1, 1967, the Company has spent an additional \$50,000, it may extend its rights to December 31, 1968. In such event, it must carry out assessment work or make payments in lieu to protect any retained claims for an additional one year. If by December 31, 1968, the Company has spent a total of \$200,000 in exploration, the Company shall have earned a one-half interest in the claims or any part thereof which it has desired to retain. The Company may at any time thereafter cause to be incorporated a new company or new companies to acquire any or all of the retained claims and to carry on further exploration and development. Upon the incorporation of any new company, the aforesaid optionors shall be entitled to receive among them a number of shares equivalent to one-fourth of the authorized capital of such new company, which shall be in full and complete satisfaction of all of their interest in the mining claims. The Company shall be entitled to one-half of the authorized shares of such new company for such consideration as shall be agreed between the Company and any such new company. The remaining one-fourth of the authorized capital of any such company shall be allotted and issued as and when agreed between the Company and the new company as consideration for and in connection with major financing for the purpose of bringing the property of the new company into production, if warranted and decided. Save and except for the agreed \$25,000 program aforesaid, the agreement is an option only on the part of this Company. The agreement contains the usual clauses as to force majeure, protection of the claims, indemnification of the optionors by the Company, protection against liens, access to the optionors for purposes of inspection during the work program and the like.</p>	
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	<p>F. H. Jowsey, Suite 324, 12 Richmond St. East, Toronto 1, Ontario</p>	18½ %
	<p>J. Lorne Jowsey, c/o F. H. Jowsey, Suite 324, 12 Richmond St. East, Toronto 1, Ontario</p>	4 %
	<p>Bruce M. Arnott, 1001 Lawrence Ave. East, Don Mills, Ontario</p>	10 %
	<p>Lyndhurst Mining Company Limited, Suite 324, 12 Richmond St. East, Toronto 1, Ontario</p>	22½ %
	<p>Sarimco Mines Limited, Suite 324, 12 Richmond St. East, Toronto 1, Ontario</p>	22½ %
	<p>Rockwin Mines Limited, 4 King St. West, Toronto 1, Ontario</p>	22½ %
	<p>Lyndhurst Mining Company Limited, Sarimco Mines Limited and Rockwin Mines Limited are public companies and it is not possible to state the names and addresses of all of those who may have from time to time a greater than 5% interest in the issued shares of such companies.</p>	

FINANCIAL STATEMENTS

VESPAR MINES LIMITED

BALANCE SHEET AS AT JUNE 30, 1966

ASSETS

CURRENT

Cash	\$ 65,133.63	
Investment in marketable securities at cost less proceeds from sales (quoted market value \$107,500.00)	25,770.50	
Prepaid Expense	<u>62.50</u>	90,966.63

MINING PROPERTIES

21 Claims - Cody Creek Area, B. C.		1.00
Exploration & Development including Head Office & Administrative Expense		<u>707,136.69</u>
	\$	<u>798,104.32</u>

LIABILITIES

CURRENT

Accounts Payable & Accrued Charges		200.00
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CAPITAL STOCK & DEFICIT

Capital Stock		
Authorized - 5,000,000 at par value of \$1.00 each	<u>5,000,000.00</u>	
Issued & Fully Paid 2,421,667	2,421,667.00	
Less discount thereon	<u>1,384,764.00</u>	
	1,036,903.00	
Deficit	<u>(238,998.68)</u>	<u>797,904.32</u>
	\$	<u><u>798,104.32</u></u>

Approved:

Director

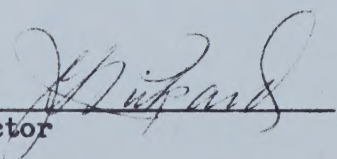
Director

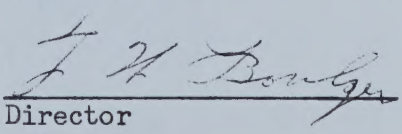
VESPAR MINES LIMITED

STATEMENT OF EXPLORATION & DEVELOPMENT INCLUDING HEAD OFFICE
AND ADMINISTRATIVE COSTS FOR THE PERIOD ENDED JUNE 30, 1966.

Balance January 1, 1966		704,400.91
<u>EXPLORATION & DEVELOPMENT</u>		
Government Fees & Taxes	135.00	
Property Taxes & Insurance	<u>262.96</u>	397.96
<u>HEAD OFFICE & ADMINISTRATION</u>		
Legal & Audit	520.00	
Rent & Secretarial Services	3,000.00	
Director's Fees	950.00	
Stock Exchange Fees	100.00	
Reports to Shareholders	618.30	
Transfer Agents Fees	<u>68.91</u>	<u>5,257.21</u>
		710,056.08
<u>DEDUCT</u>		
Interest Earned	1,419.39	
Dividends Received	<u>1,500.00</u>	<u>2,919.39</u>
<u>BALANCE JUNE 30, 1966</u>		\$ <u><u>707,136.69</u></u>

APPROVED:


Director


Director

VESPAR MINES LIMITED

STATEMENT OF SOURCE & APPLICATION OF FUNDS FOR THE PERIOD
ENDING JUNE 30, 1966

SOURCE OF FUNDS

Earned Interest	1,419.39	
Dividends Received	<u>1,500.00</u>	2,919.39

APPLICATION OF FUNDS

Increase in Prepaid Expense	12.50	
Exploration & Development	397.96	
Head Office & Administration	<u>5,257.21</u>	<u>5,667.67</u>
		2,748.28

Balance representing the decrease in Working
Capital as follows:

	<u>Jan 1.</u> <u>1966</u>	<u>June 30,</u> <u>1966</u>	
Cash in Bank and on Deposit	68,000.86	65,133.63	
Accounts Payable	<u>318.95</u>	<u>200.00</u>	
	67,681.91	64,933.63	\$ <u><u>2,748.28</u></u>

Approved:

Director

Director

ENGINEER'S REPORT

ENGINEER'S REPORT

ON

VESPAR MINES LIMITED

BY

ROY JURE, P. ENG.

1. SUMMARY

Vespar Mines Limited has under option from F.H. Jowsey and Associates 255 claims in five groups located in the Gaspé region of Quebec.

A program consisting of reconnaissance geochemical sampling and geological mapping for each of the five groups of claims is recommended. This is to be followed by detailed soil sampling together with further geological study of any significant anomalous areas revealed by the reconnaissance geochemical sampling. Where anomalous areas are confirmed in this manner, Magnetometer and Induced Polarization surveys will be carried out. Finally, surface diamond drilling will be undertaken where warranted as a result of the foregoing geological, geochemical and geophysical work.

The expenditure required for the above program of preliminary investigation of these claim groups is estimated at \$100,000 and the time for completion is estimated at 18 months.

2. PROPERTIES

Jowsey holdings in the Gaspé area of Quebec which were optioned by Vespar Mines Limited comprise 255 claims in five groups as follows:

Group A - 35 claims located in Deville Township numbered as follows:
231040, 1-5; 231039, 1-5; 231146, 1-5; 231140, 1-5; 231141, 1-5;
231145, 1-5; 231037, 1-5.

Group B - 33 claims in Bonnacamp Township numbered as follows:
231144, 1-5; 231152, 1-5; 231151, 1-5; 231153, 1-5; 231148, 1-5;
231143, 1-5; 231147, 1-3.

Group C - 35 claims in Larivière Township numbered as follows:
231038, 1-5; 231036, 1-5; 231034, 1-5; 231035, 1-5; 231032, 1-5;
231033, 1-5; 231031, 1-5.

Group D - 80 claims located in Weir and Honorat Townships numbered as follows:
252551, 1-5; 252553, 1-5; 252552, 1-5; 252554, 1-5; 252555, 1-5;
252556, 1-5; 252559, 1-5; 252560, 1-5; 252561, 1-5; 252562, 1-5;
252563, 1-5; 252564, 1-5; 252565, 1-5; 252566, 1-5; 252567, 1-5;
252568, 1-5.

Group E - 72 claims located in Weir and Raudin Townships numbered as follows:
252557, 1-5; 252558, 1-5; 231353, 1-5; 231352, 1-5; 231350, 1-5;
231351, 1-5; 231349, 1-5; 231348, 1-5; 231347, 1-5; 231344, 1-5;
231345, 1-5; 231346, 1-5; 231266, 1-5; 231267, 1-5; 252570, 1-2.

3. GEOLOGY

Group A

This group was staked to cover an alteration zone in Devonian limestone, which is considered to be of particular interest because of the possible similarity of the alteration to that within the metamorphic aureoles of significant copper mineralization in Holland and Lesseps Townships, Quebec.

Groups B and C

These two groups in Bonnacamp and Larivière Townships respectively were staked to cover portions of the lower Silurian in contact with the Ordovician. They are presumed to be on the same stratigraphic horizon which in Lesseps Township contains copper mineralization with possible economic potential.

Groups D and E

Group D in Weir and Honorat Townships and Group E in Weir and Raudin Townships respectively lie along a major fault zone which has been traced for about 90 miles. Although no systematic work was reported on "D" group prior to 1965, high grade lead-zinc boulders were found and preliminary reconnaissance soil sampling in that year indicated the possibility of a significant geochemical anomaly. Additional geochemical sampling in 1966 has confirmed this anomalous area in more detail. There is also no record of any work having been done on the area covered by "E" group but a short distance to the east in Raudin Township copper and nickel mineralization has been reported to have been found at various locations along the fault zone.

4. EXPLORATION PLANS

As the first step in the investigation of these claim groups it is recommended that a program of reconnaissance geochemical sampling and geological mapping be carried out. Any anomalous areas revealed in this initial work should then be checked by detailed geochemical sampling and geophysical work. Follow-up diamond drilling should be carried out where warranted on the basis of the foregoing work.

The cost of this program is estimated as follows:

<u>Stage 1</u> - Reconnaissance geochemical sampling	\$ 25,000
<u>Stage 2</u> - Anomalous areas revealed in the course of Stage 1 will be investigated in detail. This stage will involve additional soil sampling, geological mapping and geophysical surveys including the Magnetometer and Induced Polarization methods as warranted.	25,000
<u>Stage 3</u> - Preliminary diamond drilling. Provision at this stage is made for checking by diamond drilling anomalous areas that have been confirmed as important by the foregoing work. For this purpose an estimated 5000 feet of drilling is allowed at a cost of \$10.00 per foot including direct drilling costs, assaying, camp costs and technical supervision.	50,000
TOTAL	<u>\$100,000</u>

This report is based on a report detailing the staking of the specified five groups of claims in the Gaspé area by the F. H. Jowsey and Associates and a report dated July 15, 1966 on the reconnaissance geochemical sampling carried out on Group D.

TORONTO, Ontario
August 8, 1966.

R. Jure
R. Jure, P. Eng.

CERTIFICATE

I, Roy Jure, of 138 Princess Anne Crescent, in the Township of Etobicoke, in the Province of Ontario, do hereby certify that:

1. I am an exploration geologist.
2. I am a graduate of the University of British Columbia with a B.A. degree in geology acquired in the year 1934, and have practised my profession since graduation.
3. I am a registered Professional Engineer in the Province of Ontario in good standing.
4. I have not received, nor do I expect to receive any interest directly or indirectly in the properties or securities of Vespar Mines Limited.
5. This report is based on a report detailing the staking of the specified five groups of claims in the Gaspé area by F.H. Jowsey and Associates and a report dated July 15, 1966 on the reconnaissance geochemical sampling carried out on Group D.

Dated at Toronto, Ontario this 8th day of August, 1966.

Roy Jure
Roy Jure, P. Eng.
PROVINCE OF ONTARIO

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	300,000 shares have been in escrow at Guaranty Trust Company of Canada requiring the prior consent of the Toronto Stock Exchange before any release pro rata among registered holders. The said Exchange has recently agreed to the release from escrow of 150,000 of such escrowed shares, leaving 150,000 shares still escrowed.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Denison Mines Limited, 4 King St. West, Toronto 1, Ontario 142,017 shares
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	According to the records of the Company's stock registrar and transfer agent: Denison Mines Limited, 4 King St. West, Toronto 1, Ontario (beneficially owned - 601,528 shares 142,017 escrowed) Guaranty Trust Company of Canada, 366 Bay St. Toronto 1, Ontario T-3100 a/c 300,000 shares Playfair & Co. Limited, 60 Yonge St. Toronto 1, Ontario 123,033 shares Hoyt Metal Co. of Canada Limited, 721 Eastern Ave. Toronto, Ontario 66,667 shares Waite, Reid & Co. Limited, 200 Bay St. Toronto 1, Ontario 61,785 shares The beneficial owners of shares not so designated are unknown to the Company.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The directors of the Company, provided that they can obtain proxies in sufficient numbers from the other shareholders.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	2,000 shares of Denison Mines Limited cost \$25,769.50. Market value \$124,000. 36,638 shares of Bonmahon Copper Mines Limited (subsidiary) cost \$450.50. Written down to nominal value of \$1.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No other material facts. The shares which are the subject of the financing agreement, referred to in Items 6 and 7 will be in the course of primary distribution to the public.

DATED August 10, 1966.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

VESPAR MINES LIMITED
"J.G. Pickard" Per: *[Signature]* CORPORATE SEAL
"F.W. Boulger" Per: *[Signature]*
CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JOHN GARDON & CO. LIMITED
"J. Gardon" Per: *[Signature]*